

NOTICE OF PARTIAL ASSIGNMENT OF CLAIM

EQ-HERITAGE, LLC, its successors and assigns ("Assignor"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby absolutely and unconditionally sell, transfer and assign unto AMROC INVESTMENTS, LLC, a New York limited liability company, its successors and assigns ("Assignee") all rights, title and interest in and to the claim(s) of Assignor in the principal amount of **\$1,839,544** of the \$1,840,544 total proof of claim value ^{Assignor will retain \$1,000.- in the unsecured portion of claim} (proof of claim amount, defined as the "Claim") against **DELPHI CORPORATION** and/or one or more of its affiliates, **Case # 05-4460** (the "Debtor") together with interest, if any, in the United States Bankruptcy Court, Southern District of New York, or any other court with jurisdiction over the Proceedings (the "Court"), Administered at Case No. 05-44481 (defined as the "Proceedings").

Assignor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Bankruptcy Rules, and stipulates that an order may be entered recognizing this assignment of Claim as an unconditional assignment and the Assignee herein as the valid owner of the Claim.

IN WITNESS WHEREOF, the undersigned has duly executed this Agreement by its duly authorized representative dated the 3rd day of April, 2007.

EQ-HERITAGE, LLC

WITNESS: Michelle Rendley By: WJ McDaniel
Print Name: Michelle Rendley Title: Pres - Heritage Env. - Member

Print Name: WJ McDaniel

AMROC INVESTMENTS, LLC

WITNESS [Signature] By: [Signature]
David S. Leinwand, Senior Vice President Sonia E. Gardner, Senior Managing Director

